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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

Case No. 09-14557 (ALG)

ROCK 49TH REST. CORP.
d/b/a City Lobster & Steak,

Debtor.

Tax I.D. No. 13-3972761

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**AFFIDAVIT OF BURTON ROSS, ESQ. IN SUPPORT OF
APPLICATION AUTHORIZING EMPLOYMENT AND RETENTION
OF JAFFE, ROSS & LIGHT, LLP AS SPECIAL LANDLORD/TENANT
COUNSEL FOR THE DEBTOR-IN-POSSESSION**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Burton Ross, an attorney duly admitted to practice law in the Courts of the State of New York, states the following to be true under the penalties of perjury:

1. I am the member of Jaffe, Ross & Light, LLP ("JR&L"), which maintains an office at 880 Third Avenue, 15th Floor, New York, New York 10022. I submit this affidavit in support of the application ("Application") of the above-captioned debtor and debtor-in-possession (the "Debtor") pursuant to § 327(e) of title 11 of the United States Code, 11 U.S.C. §§101, et seq., as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the "Bankruptcy Code"), Rules 2014(a) and 6003 of the Federal Rules of Bankruptcy

Procedure (the “Bankruptcy Rules”), for the entry of an order authorizing the retention of Jaffe, Ross & Light, LLP as Special Landlord/Tenant Counsel to the Debtor. Unless otherwise stated, I am fully familiar with the facts set forth in this affidavit.

2. On July 31, 2009 the Debtor filed a voluntary petition for reorganization under Chapter 11 the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York.

3. The Debtor has requested, and JR&L has agreed, to represent and advise the Debtor pursuant to § 327(e) of the Bankruptcy Code in connection with the various landlord/tenant proceedings with 1251 Americas Associates II, LP (the “Landlord”), the Debtor’s landlord for the premises where it conducts business, as well as other matters related to the Landlord, as more fully described in the Application. JR&L’s services would be most beneficial to the Debtor, its creditors, and its estate at large.

4. Neither I, nor any other members, counsel, associates or paraprofessionals have any connection with the Debtor, except that JR&L has heretofore represented the Debtor in connection with the various landlord/tenants proceedings with the Landlord.

5. Neither I, nor JR&L, neither represent nor hold any interests adverse to the Debtor or its estate with respect to the matters on which JR&L seek to be employed pursuant to § 327(e) of the Bankruptcy Code which would preclude it from acting as special landlord/tenant counsel.

6. Subject to the approval of this Court, the professional services that JR&L are as follows:

- a. Represent the Debtor in pending litigation in state court proceedings to oppose the landlord’s application for leave to appeal to the Appellate Division of the Supreme Court of the State of New York: First Department.
- b. On conclusion of all of landlord’s appeal seek reimbursement of Debtor’s behalf for attorney’s fees from landlord as permitted under lease with landlord due to successful defense of holdover proceeding.

- c. Assist Debtor's counsel on any landlord-tenant issues relating to pending litigation with landlord.

7. JR&L intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Orders of this Court.

8. JR&L current billing rates are as follows:

Range of hourly rates for legal personnel:

Partners	\$400-450/ per hour
Associates	\$325-365 / per hour
Paralegals	\$150 / per hour

Expenses and costs:

Computerized legal research	Cost charged by Westlaw
Photocopying	\$.25 per page
Facsimile	\$.25 per page
Mileage	\$.58 per mile
Overnight Courier	Cost charged by carrier
Other costs and expenses	Cost charged by provider

9. JR&L is a pre-petition creditor of the Debtor for unpaid legal fees in the sum of approximately \$53,000.

10. JR&L will be paid for the legal services rendered upon application duly filed with this Court pursuant Bankruptcy Code §§ 330 and 331.

11. I know of no reason why Jaffe, Ross & Light, LLP cannot act as Special Landlord/Tenant counsel to the Debtor, and respectfully request that Jaffe, Ross & Light, LLP be appointed as Special Landlord/Tenant counsel on the terms described herein.

/s/ Burton Ross

Sworn to before me this
20th day of August, 2009

Burton Ross

Joan Alatraste
Notary Public